

JUL 3 1984 11 45 AM

BILL OF SALE AND ASSIGNMENT INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that Edward A. Dean, Jr. of Route 1, Box 41B, Fort Meade, Florida 33841 (the "Seller"), for and in consideration of the sum of \$10.00, and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby GRANT, BARGAIN, SELL, ASSIGN, TRANSFER, CONVEY and DELIVER TO Chem-Credit, Inc., a New York corporation, which is an affiliate of ChemLease ("Purchaser"), its successors and assigns, all of the following goods, chattels, property and chattel paper (the "Property"), to wit:

Quantity	Description	Road Number
12	5,344 cu. ft. capacity, 70-ton boxcars	CLP 7067 7070 7075 7078 7085 7086 7095 7096 7097 7098 7105 7109
20	70-ton 50'6" Boxcars with 10' sliding doors and 10" end-of-car cushioning, AAR Mechanical Designation XM	VTR 11133 11134 11135 11136 11137 11138 11139 11140 11243 11244 11244 11245 11246 11247 11248 11249 11250 11110 11232 11233 11045

together with all of Seller's right, title and interest in and to any leases of the Property presently in effect (including,

without limitations, all of Seller's rights under any policies of insurance covering any portion of the Property and all of Seller's rights to receive the proceeds of such insurance payable upon any loss or destruction of, or damage to, the Property).

TO HAVE AND TO HOLD the Property unto the Purchaser, its successors and assigns, to and for its own use, forever.

The Seller warrants to the Purchaser, its successors and assigns, that title to the Property is hereby vested in the Purchaser free and clear of any security interest, liens, claims or encumbrances which may be registered or recorded with the Interstate Commerce Commission or of persons claiming by, through or under the Seller, except (i) the first security interests and liens upon the Property assigned by Chemlease, Inc. to ChemLease Worldwide, Inc., and (ii) any presently effective and binding leases of such property.

Seller expressly acknowledges and agrees that this Bill of Sale and the right, title and interest conveyed to Chem-Credit, Inc. hereunder, shall not merge with the first liens and security interests upon the Property granted by Seller to Purchaser under the terms of two security agreements granted to Purchaser's assignor, each dated May 25, 1979 and each of which were recorded with the Interstate Commerce Commission on or about June 5, 1979, bearing recordation numbers 10425 and 10426.

IN WITNESS WHEREOF, the Seller has caused these presents to be executed as of the 26th day of June, 1984.

Sally J. Pugliese
Witness

Tom Dean
Witness

Edward A. Dean, Jr.
EDWARD A. DEAN, JR., Seller

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared EDWARD A. DEAN, JR., who is well known to be the person described in and who executed the above instrument, and who did freely and voluntarily acknowledge before me, according to the law, the execution of the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and my official seal at the above referenced County and State this 26th day of June, 1984.

E. Dean, Jr.
NOTARY PUBLIC

My Commission expires:

Notary Public, State of Florida at Large
My Commission Expires Dec. 20, 1986

CERTIFICATE

City of Washington
District of Columbia, ss:

I hereby certify that I have compared the attached copy of the Bill of Sale and Assignment dated as of June 26, 1984 from Edward A. Dean, Jr. to Chem-Credit, Inc. with the original, and have found the copy to be complete and identical in all respects to the original document.

Keith M. Brophy
Notary Public

My commission expires: *May 31, 1989*

July 3, 1984